FORM D

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0076



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FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D. SECTION 4(6), AND/OR

UNIFORM LIMITED OFFERING EXEMPTION

CIVILORIA DIVILISD OF PERMING EXERT.	
Name of Offering (check if this is an amendment and name has changed, and indicate change.) CIP Leveraged Fund Advisors, LLC	
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6)	□ ULOE
Type of Filing: New Filing X Amendment	DECENSES CON
A. BASIC IDENTIFICATION DATA	/S/
1. Enter the information requested about the issuer	LAD DO 2006
Name of Issuer (check if this is an amendment and name has changed, and indicate change.)	WAR 2 0 2000
CIP Leveraged Fund Advisors, LLC	
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number (no tuding Free Ende)
1920 Main Street, Suite 400, Irvine, CA 92614	(949) 852-1007
Address of Principal Business Operations (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
(if different from Executive Offices) Same	PROCECCE
Brief Description of Business	
Manager of real estate investment funds.	MAR 29 2003
Type of Business Organization	lease specifich: FIDISUM
	rease speetry).
	liability company
Month Year Actual or Estimated Date of Incorporation or Organization: 0 4 0 5 Actual Estim Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State CN for Canada; FN for other foreign jurisdiction)	
GENERAL INSTRUCTIONS	
Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D (77d(6).	or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C.
When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given be which it is due, on the date it was mailed by United States registered or certified mail to that address.	
Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 201	549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

-ATTENTION -

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the filing of a federal notice.

> Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB

Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer. Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Cornerstone Ventures, Inc. Full Name (Last name first, if individual) 1920 Main Street, Suite 400, Irvine, CA 92614 Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer General and/or Director Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: ☐ Beneficial Owner Executive Officer General and/or Promoter ☐ Director Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: General and/or Promoter Beneficial Owner Executive Officer Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer General and/or Director Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: □ Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer ☐ Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) (Use blank sheet, or copy and use additional copies of this sheet, as necessary)

A. BASIC IDENTIFICATION DATA

				B. I	NFORMAT	ION ABOU	T OFFER	NG .				
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2. What is	s the minin	um invactn			n Appendix		-				\$ 25,0	100
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3. Does th	he offering	permit join	t ownersh	ip of a sing	gle unit?						Yes 🔀	No
commi If a per or state	he informa ssion or sim son to be lis s, list the na er or dealer	ilar remune sted is an ass ame of the b	eration for s sociated pe proker or d	solicitation erson or age ealer. If m	of purchas ent of a brol ore than fiv	ers in conne ker or deale e (5) perso	ection with or registere ns to be lis	sales of se d with the S ted are asso	curities in t SEC and/or	the offering with a state	2	
Full Name (Last name first, if individual) Pacific Cornerstone Capital, Inc.												
				d Ctract C	it. Ctata 5	(in Code)			• • • • • • • • • • • • • • • • • • • •			
Business or Residence Address (Number and Street, City, State, Zip Code) 4590 MacArthur Boulevard, Suite 610, Newport Beach, CA 92660												
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N/A												
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Investors						-: - :						
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Name of As				u, MA	1340							
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(Check	"All States	or check	individual	States)	•••••	•••••	***************************************				☑ Al	l States
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Full Name (Private C	onsulting	g Group,	Inc.									
Business or 801 N. 50				•	• .	Zip Code)						
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				B. 1	INFORMAT	TION ABOU	UT OFFER	ING (CON	TINUED)			
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3. Does	the offering	permit join	nt ownersh	ip of a sin	gle unit?					••••••	Yes 🔀	No
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				В. 1	NFORMAT	ION ABOU	JT OFFER	ING (CON	TINUED)			
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3. Does	the offering	permit joir	nt ownersh	ip of a sing	gle unit?			•••••			×	
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Full Name (Last name first, if individual)												
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Business or Residence Address (Number and Street, City, State, Zip Code) 2682 Bishop Drive, Suite 123, San Ramon, CA 94583												
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				В. 1	NFORMAT	ION ABO	UT OFFER	ING (CON	TINUED)			
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2. What i	s the minin	num investi	nent that v	will be acco	epted from	any indivi	dual?		***************************************		\$ <u>25</u> ,	000
3. Does t	he offering	permit joir	it ownersh	ip of a sing	gle unit?		•••••				Yes ⊠	No
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				В. І	NFORMAT	ION ABOU	T OFFER	ING (CON	TINUED)				
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3. Does	the offering	permit join	nt ownersh	ip of a sing	gle unit?			••••••	••••••		×		
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B. INFORMATION ABOUT OFFERING (CONTINUED)														
1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?												Yes	No	
1.	Has the	issuer sold	, or does th							_	•••••		×	
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2.	What is	the minimi	ım investm	ient that v	vill be acce	pted from	any individ	lual?			••••••	\$ <u>25.</u>		
3.	Does th	e offering p	ermit joint	ownersh	ip of a sing	gle unit?		•••••			•••••	Yes ⊠	No	
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Full Name (Last name first, if individual) Harvest Capital, LLC														
Business or Residence Address (Number and Street, City, State, Zip Code)														
530 Silas Deane Highway, Suite 300, Wethersfield, CT 06109 Name of Associated Broker or Dealer														
	Name of Associated Broker or Dealer N/A													
State	States in Which Person Listed Has Solicited or Intends to Solicit Purchasers													
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					В. І	NFORMAT	ION ABOU	IT OFFER	ing (CON	TINUED)				
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2.	What is	the minim	ım investn					_				s 25	5,000	
۷.	Wildt is	, the minin	III V C 3 (I.)	nont that w	in be acc	pred irom	uny marric	Juui	*****************	•••••		Yes	No	
3.	Does th	ne offering p	ermit join	t ownershi	ip of a sing	gle unit?		•••••				X		
4.	If a person state.	ssion or simi son to be list	lar remune ed is an as: me of the b	eration for s sociated pe proker or de	solicitatior erson or ag ealer. If m	of purchas ent of a brol ore than fiv	ers in conn ker or deale e (5) perso	ection with or registere ns to be lis	sales of se d with the S ted are asso	curities in t SEC and/or	irectly, any he offering. with a state sons of such			
Full Name (Last name first, if individual) Ameritas Investment Corn														
Ameritas Investment Corp. Business or Residence Address (Number and Street, City, State, Zip Code)														
5900 "O" Street, Lincoln, Nebraska 68510														
		sociated Bro									<u> </u>		 	
<u>N/</u>								· · · · · · · · · · · · · · · · · · ·						
Stat	States in Which Person Listed Has Solicited or Intends to Solicit Purchasers													
	(Check "All States" or check individual States)													
AL AK AZ AR CA CO CT DE DC FL GA IL IN IA KS KY LA ME MD MA MI MN MT NE NV NH NJ NM NY NC ND OH OK RI SC SD TN TX UT VT VA WA WV WI										MN OK	HI MS OR WY	MO PA PR		
	-	Last name f		•	· 									
		Group E					<u> </u>							
		Residence h Main St				ity, State,	Zip Code)							
		sociated Bro			101700									
<u>N/.</u>														
State		nich Person												
	(Check	"All States"	' or check	individual	States)			•••••••				☐ Al	1 States	
	AL IL MT RI	AK IN NE SC	IA NV SD	AR KS NH TN	CA KY NJ TX	CO LA NM UT	CT ME NY VT	DE MD NC VA	DC MA ND WA	FL MI OH WV	GA MN OK WI	HI MS OR WY	ID MO PA PR	
	•	Last name f inancial S	•	,										
Busi	iness or	Residence	Address (1	Number an		City, State, 2	Zip Code)							
		Main Stre			8703									
Nam	ie of Ass	sociated Bro	ker or De	aler										
State	es in Wh	ich Person	Listed Has	Solicited	or Intends	to Solicit	Purchasers							
	(Check	"All States"	or check	individual	States)							All States		
AL AK AZ AR CA CO CT DE DC FL GA IL IN IA KS KY LA ME MD MA MI MN MT NE NV NH NJ NM NY NC ND OH OK RI SC SD TN TX UT VT VA WA WV										MN OK	MS OR WY	ID MO PA PR		

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.			
	Type of Security	Aggregate Offering Price	. A	mount Already Sold
	Debt	s -0-	\$	-0-
	Equity		\$	-0-
	Common Preferred		_	
	Convertible Securities (including warrants)	-0-	\$	-0-
	Partnership Interests			-0-
	Other (Specify Units of LLC Interests)		\$	9,322,719
	Total		_	9,322,719
	Answer also in Appendix, Column 3, if filing under ULOE.		-	
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."			Aggregate
		Number Investors	1	Oollar Amount of Purchases
	Accredited Investors	195	\$	9,322,719
	Non-accredited Investors	-0-	\$	n/a
	Total (for filings under Rule 504 only)	n/a	\$	n/a
	Answer also in Appendix, Column 4, if filing under ULOE.			
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.			
	Type of Offering	Type of Security	1	Dollar Amount Sold
	Rule 505	n/a	\$	n/a_
	Regulation A	n/a	\$	n/a
	Rule 504	n/a	\$_	n/a
	Total	n/a	\$_	n/a
4	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.			
	Transfer Agent's Fees		\$_	-0-
	Printing and Engraving Costs		\$_	100,000
	Legal Fees	_	\$_	100,000
	Accounting Fees		\$_	0-
	Engineering Fees	n	\$_	-0-
	Sales Commissions (specify finders' fees separately)	_	\$_	1,750,000
	Other Expenses (identify) Marketing, Due Diligence, Mailing, Filing Fees		\$ _	1,050,000
	Total	• •	S_	3,000,000

	b. Enter the difference between the aggregate offer and total expenses furnished in response to Part C—proceeds to the issuer."	Question 4.a. This difference is the "adjusted gross			\$_	22,000	000,0
5.	Indicate below the amount of the adjusted gross proceeds of the purposes shown. If the amount for an check the box to the left of the estimate. The total of proceeds to the issuer set forth in response to Part	ly purpose is not known, furnish an estimate and fithe payments listed must equal the adjusted gross					
			D	ayments to Officers, Firectors, & Affiliates		Payme: Othe	
	Salaries and fees		¬\$	-0-	П	\$	-0-
	Purchase of real estate	•			_	\$	-0-
	Purchase, rental or leasing and installation of macand equipment	hinery				s	-0-
	Construction or leasing of plant buildings and fac	ilities			\Box	\$	-0-
	Acquisition of other businesses (including the val offering that may be used in exchange for the assessuer pursuant to a merger)	ets or securities of another	_ ¬ s	-0-		\$	-0-
	Repayment of indebtedness	·					-0-
	Working capital	-					00,000
	Other (specify): Payment for use of infrastructur		_				-0-
			\$_	-0-		\$	-0-
	Column Totals	[∑ \$_	19,000,000	X	\$3,0	00,000
	Total Payments Listed (column totals added)			⊠ \$_22	,00	0,000	
		D. FEDERAL SIGNATURE	(1864) (1877)				
sign	issuer has duly caused this notice to be signed by the nature constitutes an undertaking by the issuer to fur information furnished by the issuer to any non-accu	nish to the U.S. Securities and Exchange Commis	sion	, upon written			
Issu	er (Print or Type)	Signature A	Date				
	P Leveraged Fund Advisors, LLC		Mar	ch 12, 200	6		
	ne of Signer (Print or Type)	Title of Sigper (Print or Type)					•
Te	rry G. Roussel	President of Cornerstone Ventures, Inc	c., N	Manager of	Iss	uer	

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS